

AGREEMENT OF MERGER made and entered into this 16th day of November, A.D. 1970, by and between COMMERCIAL DISCOUNT CORPORATION, a corporation organized and existing under the laws of the State of Delaware (Surviving Corporation), and COMMERCIAL DISCOUNT CORPORATION OF ILLINOIS, a corporation organized and existing under the laws of the State of Florida and all of the Directors thereof (Merged Corporation).

WHEREAS, said COMMERCIAL DISCOUNT CORPORATION was incorporated and is existing under the laws of the State of Delaware and is authorized to do business in the State of Florida and has a maximum amount of capital stock, which it is authorized to have outstanding, of 10,000 shares of common stock having a par value of Eight Hundred Dollars (\$800.00) each, of which capital stock, 10,000 shares of said par value stock are now issued and outstanding; and

WHEREAS, said COMMERCIAL DISCOUNT CORPORATION OF ILLINOIS was incorporated and is existing under the laws of the State of Florida and has a maximum amount of capital stock, which it is authorized to have outstanding, of ten shares of common stock having a par value of One Hundred Dollars (\$100.00) each, of which capital stock, ten shares of said par value stock are now issued and outstanding; and

WHEREAS, the said COMMERCIAL DISCOUNT CORPORATION owns and holds all of the issued and outstanding shares of the said COMMERCIAL DISCOUNT CORPORATION OF ILLINOIS; and

WHEREAS, the office of the statutory agent of both of the aforesaid corporations, in the State of Florida, is located at The Corporation Company, 13th Floor, Florida Title Bldg., 110 West Forsyth Street, Jacksonville, Florida; and

WHEREAS, the Board of Directors of each of the corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished, deem it advisable and generally to the advantage and welfare of said corporations and their respective stockholders that such corporations merge into a single corporation, under and pursuant to the provisions of Chapter 608, Florida Statutes, which corporation shall be COMMERCIAL DISCOUNT CORPORATION, the Delaware corporation, the surviving corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, agreements, provisions and grants hereinafter contained the corporations, parties to this agreement, by and between their respective board of directors have agreed and do hereby agree each with the other that, pursuant to the provisions of Chapter 608, Florida Statutes and Chapter 252 of the Delaware Statutes, the terms and conditions of said merger and the mode of carrying the same into effect shall be as follows:

FIRST - COMMERCIAL DISCOUNT CORPORATION, the Delaware corporation hereby merges into itself COMMERCIAL DISCOUNT CORPORATION OF ILLINOIS, a Florida corporation, and COMMERCIAL DISCOUNT CORPORATION OF ILLINOIS hereby merges itself into COMMERCIAL DISCOUNT CORPORATION, the Delaware corporation, which shall be the surviving corporation.

SECOND - The Certificate of Incorporation and the By-Laws of COMMERCIAL DISCOUNT CORPORATION, the surviving corporation as in effect on the date of merger provided for in this Agreement, shall continue in full force and effect respectively as the Certificate of Incorporation and the By-Laws of the corporation surviving this merger.

1 00000

AGREEMENT OF MERGER made and entered into this 16th day of November, A.D. 1970, by and between COMMERCIAL DISCOUNT CORPORATION, a corporation organized and existing under the laws of the State of Delaware (Surviving Corporation), and COMMERCIAL DISCOUNT CORP. OF ILLINOIS, a corporation organized and existing under the laws of the State of Florida and all of the Directors thereof (Merged Corporation).

WHEREAS, said COMMERCIAL DISCOUNT CORPORATION was incorporated and is existing under the laws of the State of Delaware and is authorized to do business in the State of Florida and has a maximum amount of capital stock, which it is authorized to have outstanding, of 10,000 shares of common stock having a par value of Eight Hundred Dollars (\$800.00) each, of which capital stock, 10,000 shares of said par value stock are now issued and outstanding; and

WHEREAS, said COMMERCIAL DISCOUNT CORP. OF ILLINOIS was incorporated and is existing under the laws of the State of Florida and has a maximum amount of capital stock, which it is authorized to have outstanding, of ten shares of common stock having a par value of One Hundred Dollars (\$100.00) each, of which capital stock, ten shares of said par value stock are now issued and outstanding; and

WHEREAS, the said COMMERCIAL DISCOUNT CORPORATION owns and holds all of the issued and outstanding shares of the said COMMERCIAL DISCOUNT CORP. OF ILLINOIS; and

WHEREAS, the office of the statutory agent of both of the aforesaid corporations, in the State of Florida, is located at The Corporation Company, 13th Floor, Florida Title Bldg., 110 West Forsyth Street, Jacksonville, Florida; and

WHEREAS, the Board of Directors of each of the corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished, deem it advisable and generally to the advantage and welfare of said corporations and their respective stockholders that such corporations merge into a single corporation, under and pursuant to the provisions of Chapter 608, Florida Statutes, which corporation shall be COMMERCIAL DISCOUNT CORPORATION, the Delaware corporation, the surviving corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, agreements, provisions and grants hereinafter contained the corporations, parties to this agreement, by and between their respective board of directors have agreed and do hereby agree each with the other that, pursuant to the provisions of Chapter 608, Florida Statutes and Chapter 252 of the Delaware Statutes, the terms and conditions of said merger and the mode of carrying the same into effect shall be as follows:

FIRST - COMMERCIAL DISCOUNT CORPORATION, the Delaware corporation hereby merges into itself COMMERCIAL DISCOUNT CORP. OF ILLINOIS, a Florida corporation, and COMMERCIAL DISCOUNT CORP. OF ILLINOIS hereby merges itself into COMMERCIAL DISCOUNT CORPORATION, the Delaware corporation, which shall be the surviving corporation.

SECOND - The Certificate of Incorporation and the By-Laws of COMMERCIAL DISCOUNT CORPORATION, the surviving corporation as in effect on the date of merger provided for in this Agreement, shall continue in full force and effect respectively as the Certificate of Incorporation and the By-Laws of the corporation surviving this merger.

THIRD - On the effective date of this Agreement of merger, COMMERCIAL DISCOUNT CORPORATION, owner and holder of all of the issued and outstanding shares of COMMERCIAL DISCOUNT CORP. OF ILLINOIS, will surrender the certificates for all of the said shares and said certificates will thereupon be cancelled. No additional shares of COMMERCIAL DISCOUNT CORPORATION will be issued in connection with the consumation of this merger. The issued and outstanding shares of COMMERCIAL DISCOUNT CORPORATION shall remain unchanged.

FOURTH - The maximum number of shares which the surviving corporation is authorized to have outstanding at any one time is 10,000 shares of the par value of Eight Hundred Dollars (\$800.00) each, which shall be common stock.

FIFTH - The surviving corporation is to have perpetual existence.

SIXTH - The post office address of the principal office of the surviving corporation shall be 105 West Adams Street, Chicago, Illinois, and its P.O. address in Florida is c/o The Corporation Company, 110 West Forsyth Street, Jacksonville, Florida.

SEVENTH - The number of the directors of the surviving corporation is five.

EIGHTH - The names and post office addresses of the directors and the president, secretary and treasurer, which shall hold office until the next annual meeting of stockholders and until their successors are elected and have qualified are:

DIRECTORS

POST OFFICE ADDRESSES

Patrick L. O'Malley	Merchandise Mart, Chicago, Illinois
Bruce T. Telfer	Merchandise Mart, Chicago, Illinois
John Mundell	Merchandise Mart, Chicago, Illinois
Stephen C. Bednar	105 West Adams St., Chicago, Illinois
John T. Collins	322 E. 57th St., New York, New York

President - Stephen C. Bednar	105 West Adams Street Chicago, Illinois
Secretary - Robert E. Stoneberg	105 West Adams Street Chicago, Illinois
Treasurer - John G. Horen	105 West Adams Street Chicago, Illinois

NINTH - When this Agreement shall have been approved, signed, acknowledged and filed, as required by law, the separate existence of COMMERCIAL DISCOUNT CORP. OF ILLINOIS shall cease, and COMMERCIAL DISCOUNT CORPORATION, a Delaware corporation, the surviving corporation, (herein referred to as the corporation) shall possess all the rights, privileges, powers and franchises as well of a public nature as of a private nature, and be subject to all the restrictions, disabilities and duties or each of said corporation so merged and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to any of said corporations on whatever accounts, as well for stock subscriptions as all other things in action or belonging to each of said corporations shall be vested in the corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, under the laws of the State of Florida, vested in any of said corporations shall not revert or be in any way impaired by reason of said merger provided, that all rights of creditors and all liens upon the property of any of said corporation shall be preserved unimpaired, and all debts, liabilities and duties of said constituent corporations shall thenceforth attach to the corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been in-

curred or contracted by it.

TENTH - This Agreement shall be filed as required by the provisions of the Florida Statutes and the Delaware Statutes, and shall be effective upon such filing in the office of the Secretary of State of Florida and Delaware.

ELEVENTH - Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the date of filing this Agreement with the Secretary of State.

IN WITNESS WHEREOF, the Executive Vice President and the Secretary of COMMERCIAL DISCOUNT CORPORATION, pursuant to authority given by the Directors of said corporation to do so have signed this agreement on behalf of said corporation, and all of the directors of COMMERCIAL DISCOUNT CORP. OF ILLINOIS have, this 16th day of November, 1970, signed this Agreement of Merger under the corporate seals of said corporations.

(CORPORATE SEAL)

Signed, sealed and delivered
in the presence of:


MARTIN J. HERTZ

(CORPORATE SEAL)

Signed, sealed and delivered
in the presence of:


MARTIN J. HERTZ

COMMERCIAL DISCOUNT CORPORATION

By 
Executive Vice President

By 
Secretary


Stephen C. Bednar


Frank R. Bergen


Robert E. Stoneberg

All of the Directors of
COMMERCIAL DISCOUNT CORP.
OF ILLINOIS

I, Robert E. Stoneberg, Secretary of COMMERCIAL DISCOUNT CORPORATION, a corporation of the State of Delaware, DO HEREBY CERTIFY, in accordance with the provisions of the Delaware Statutes, that the foregoing Agreement of Merger of COMMERCIAL DISCOUNT CORPORATION and COMMERCIAL DISCOUNT CORP. OF ILLINOIS was consented to in writing on the 9th day of November, 1970, by the stockholder of all of the issued and outstanding shares of COMMERCIAL DISCOUNT CORPORATION.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said COMMERCIAL DISCOUNT CORPORATION this 16th day of November, 1970.

(CORPORATE SEAL)

Robert E. Stoneberg
Secretary of

Commercial Discount Corporation.
(per my authority and signature)

00225

I, Robert E. Stoneberg, Secretary of COMMERCIAL DISCOUNT CORP.
OF ILLINOIS, a corporation of the State of Florida, DO
HEREBY CERTIFY, in accordance with the provisions of the Florida
Statutes, that the foregoing Agreement of Merger of COMMERCIAL
DISCOUNT CORPORATION and COMMERCIAL DISCOUNT CORP. OF ILLINOIS
at a meeting thereof called separately from any meeting of the stockhold-
ers of said COMMERCIAL DISCOUNT CORPORATION for the purpose of taking
the same into consideration, and duly held in accordance with the
provisions of the Florida Statutes, and that at said meeting said
Agreement of Merger was considered and a vote by ballot, in person
or by proxy, was taken for the adoption or rejection of the same, and
the unanimous vote of the stockholder of said COMMERCIAL DISCOUNT
CORP. OF ILLINOIS on a proposal to merge said corporation with
another, was for the adoption of said Agreement.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed
the seal of said COMMERCIAL DISCOUNT CORP. OF ILLINOIS this
16th day of November, 1970.

(CORPORATE SEAL)



Robert E. Stoneberg
Secretary of
Commercial Discount Corp.
of Illinois.
~~(copy of the second page)~~

THE ABOVE AGREEMENT OF MERGER having been executed by the duly
authorized executive Vice President and Secretary of COMMERCIAL
DISCOUNT CORPORATION and by all of the Board of Directors of Commer-
cial Discount Corp. of Illinois, parties thereto, and having
been adopted by the stockholders of each of said corporations, the
President and Secretary of Commercial Discount Corp. of Illinois
and the Executive Vice President and Secretary of COMMERCIAL DISCOUNT
CORPORATION do now hereby execute this Agreement and Act of Merger under
the corporate seals of their respective corporations, by authority
of the directors and stockholders thereof, as the respective act, deed
and agreement of each of said corporation, on this 16th day of

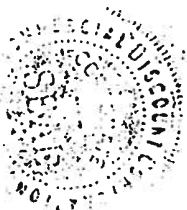
November, 1970.



(CORPORATE SEAL)

COMMERCIAL DISCOUNT CORP. OF ILLINOIS

By *Stephen C. Palmer*
President
Robert E. Stoneberg
Secretary



(CORPORATE SEAL)

COMMERCIAL DISCOUNT CORPORATION

By *Frank R. Senger*
Executive Vice President
Robert E. Stoneberg
Secretary

STATE OF ILLINOIS)
COUNTY OF COOK) S.S.

I hereby certify that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared Stephen C. Bednar, to me known and known to be the person described in and who executed the foregoing Agreement of Merger as president of COMMERCIAL DISCOUNT CORE, OF ILLINOIS, a corporation of the State of Florida, and one of the corporations described in and party to the foregoing Agreement of Merger, and acknowledged before me that he executed the same as such president of said corporation and that the foregoing Agreement of Merger is the act, deed and agreement of said corporation and the facts stated therein are true.

Witness my hand and official seal in the county and state last aforesaid this 16th day of November, A.D. 1970.



Edward C. McCon
Notary Public

STATE OF ILLINOIS)
COUNTY OF COOK) S.S.

I hereby certify that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid, take acknowledgments, personally appeared Frank R. Bergen, known and known to be the person described in and who executed the foregoing Agreement of Merger as Executive Vice President of COMMERCIAL DISCOUNT CORPORATION, a corporation of the State of Delaware and one of the corporations described in and party to the foregoing Agreement of Merger and acknowledged before me that he executed the same as such Executive Vice President of said corporation and that the foregoing Agreement of Merger is the act, deed and agreement of said corporation and the facts stated therein are true.

Witness my hand and official seal in the county and state last aforesaid this 16th day of November, A.D. 1970.

Edward K. McPhee
Notary Public

